



Berli Jucker Public Company Limited

(Translation)

Supporting Document for Agenda No. 5
Information for election of directors to replace the directors who retire by rotation

Information about directors proposed for re-election is as follows:

Agenda 5.1 To consider and approve the re-election of Mr. Tevin Vongvanich as the Director

Name and Surname: Mr. Tevin Vongvanich

Type of Directorship Proposed: Vice Chairman of the Board of Directors

Age: 66 years old

Holding directorship for:

4 Years 11 Months (Date of First Director's Appointment 14 November 2019)

Educational Qualifications:

- Honorary Doctorate Degree, Faculty of Engineering, Chulalongkorn University
- Honorary Doctorate of Philosophy, Civil Engineering Department, Faculty of Industry and Technology, Rajamangala University of Technology
- M.S. (Petroleum Eng.), University of Houston, USA
- M.S. (Chemical Eng.), Rice University, USA
- B. Eng. (Chemical Eng.) - 1st Honors, Chulalongkorn University, Thailand

Training course for director from Thai Institute of Directors Association (IOD):

- Directors Certificate Program (DCP) Class 21/2002
- Financial Statements of Directors (FSD) Class 6/2009
- Role of the Compensation Committee (RCC) Class 13/2011
- Anti-corruption for Executive Program (ACEP) Class 15/2015
- Ethical Leadership Program (ELP) Class 15/2017
- Senior Executive Program (S.E.P.), SASIN/Kellogg/Wharton, Thailand Class 7/2017
- Program for Global Leadership
 - Program for Global Leader (PGL3), Harvard Business School, USA
 - Democratic Politics and Governance for High-Level Administrators Program, Class 10, King Prajadhipok's Institute
 - Capital Market Academy Programs, Class 6, Stock Exchange of Thailand
 - Diploma, National Defence College, The Joint State-Private Sector Course, Class 22



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- Corporate Governance for Directors and Senior Executives of State Enterprises and Public Organizations, Class 7, Public Director Institute (PDI), King Prajadhipok's Institute
- Certificate in Top Executives Program in Energy Literacy for a Sustainable Future (Class 3/2013), Thailand Energy Academy (TEA)

Work experience:

Oct 2022 - Present	A qualified member of the University Council King Mongkut's University of Technology Thonburi
Nov 2019 - Present	Vice Chairman of the Board and Chairman of the Nomination and Remuneration Committee Berli Jucker Public Company Limited
Apr 2019 - Present	Independent Director, Chairman of Risk Management Committee and Member of the Corporate Governance Committee Amata Corporation Public Company Limited
Apr 2019 - Present	Independent Director, Member of Audit Committee, Member of the Sustainability and Risk Management Committee Indorama Ventures Public Company Limited
Nov 2019 - Present	Chairman of the Board InnoSpace (Thailand) Co.Ltd.
2020 - Present	Committee BCG Economy Committee
2020 – Present	Committee Chulalongkorn University Council
2020 - Present	Committee and Chairman of State State Enterprise Policy Office
2019 - Present	Enterprise Development Planning Council Committee and Chairman of Sub-Committee on National Competitiveness (Main Occupation), National Economic and Social Development Council
2019 - Present	Chairman of Sub-committee on Capital Market Competitiveness Development The Securities and Exchange Commission
2019 – Present	Chairman of Committee for Fund Management in National, The National Higher Education, Science, Research and Innovation Policy Council
2014 - Present	Director to the Board Trustees, Thailand Management Association (TMA)



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2011 - Present	Qualified Director Thai Institute of Directors (IOD)
2019 – 2020	Committee Member Public Organization Development and Promotion Committee
2019 – 2020	Chairman of the council Vidyasirimedhi Institute of Science and Technology

Acting as directors / Executives in other Companies

- **Listed company:** Total of 2 Companies
 - 1) Independent Director, Chairman of Risk Management Committee and Member of the Corporate Governance Committee, Amata Corporation Public Company Limited
 - 2) Independent Director, Member of Audit Committee, Member of the Sustainability and Risk Management Committee, Indorama Ventures Public Company Limited
- **Non-listed company:** Total of 1 Company
 - 1) Chairman of the Board, InnoSpace (Thailand) Co.Ltd.
- **Other businesses may cause the conflict of interest:** None

% Shareholding in the Company (Direct and Indirect): None

Other conflict of interest directly and indirectly: None

Family relationship with executive or major shareholders of the Company: None

Area of expertise: Business Management and Engineering

Criteria and nomination procedure :

The Company considered the recommendation of the Nomination and Remuneration Committee that Mr. Tevin Vongvanich's qualifications fully conform to the Public Limited Companies Act, B.E. 2535. He is knowledgeable about the Company's business and would be helpful in developing its operations. So, it is deemed appropriate to re-elect him as a director.

Meeting attendance in 2023 (Number of attended meeting(s) / Total number of meeting(s)) :

- Annual General Meeting	1/1	Time
- Board of Directors Meeting	5/5	Times
- Executive Board Meeting	6/6	Times
- Nomination and Remuneration Committee	3/3	Times





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Agenda 5.2 To consider and approve the re-election of Mr. Sithichai Chaikriangkrai as the Director

Name and Surname: Mr. Sithichai Chaikriangkrai

Type of Directorship Proposed: Directors

Age: 69 years old

Holding directorship for:

22 Years 2 Months (Date of First Director's Appointment 26 December 2001)

Educational Qualifications:

- Bachelor's degree of Accountancy (First Class Honours), Thammasat University
- Diploma in Computer Management, Chulalongkorn University
- M Certificate of the Mini Master of Business Administration, Leadership Management, Kasetsart University

Training course for director from Thai Institute of Directors Association (IOD):

- DCP Refresher Course (DCP-Re) Class 2/2006
- Director Certification Program (DCP) Class 26/2003

Work experience:

Jul 2023 - Present	Risk Management Committee Member Big C Retail Corporation Public Company Limited
Jan 2023 – Present	Director and Executive Board Big C Retail Corporation Public Company Limited
Oct 2016 – Present	Director and Senior Executive Vice President, Chief Investment Officer Thai Beverage Public Company Limited
June 2021 – Present	Director South East Asia Logistics Pte. Ltd.
May 2021 - Present	Director Asia Breweries Limited Director Siam Breweries Limited Director Thai Breweries Limited
Oct 2020 – Present	Director Chang Beer Company Limited





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Dec 2019 – Present	Director Fraser's Property (Thailand) Public Company Limited Director Beer Co Limited (Incorporated in Singapore)
Mar 2019 – Present	Director Food and Beverage Holding Company Limited
Sep 2018 – Present	Director Asset World Corp Public Company Limited
2017 – Present	Director TCC Assets (Thailand) Company Limited
2015 – Present	Director Fraser's Property Commercial Asset Management (Thailand) Company Limited (Old name Univentures REIT Management Company Limited)
Aug 2013 – Present	Director Fraser's Property Limited
Feb 2013 – Present	Director Fraser and Neave, Limited
Aug 2012 – Present	Director Petform (Thailand) Company Limited
Sep 2011 – Present	Director Serm Suk Public Company Limited
Sep 2007 – Present	Director Eastern Seaboard Industrial Estate (Rayong) Company Limited
Jul 2007 – Present	Director Univentures Public Company Limited
Apr 2007 – Present	Director Siam Food Products Public Company Limited
Jan 2006 – Present	Director Oishi Group Public Company Limited
2002 – Present	Director Thai Beverage Can Company Limited
Dec 2001 – Present	Director Berli Jucker Public Company Limited





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Acting as directors / Executives in other Companies

- **Listed Company:** A Total of 6 Companies
 - 1) Director Asset World Corp Public Company Limited
 - 2) Director Frasers Property (Thailand) Public Company Limited
 - 3) Director Oishi Group Public Company Limited
 - 4) Director Sermsuk Public Company Limited
 - 5) Director Univentures Public Company Limited
 - 6) Director Siam Food Products Public Company Limited
- **Non-listed Company:** A total of 10 Companies
 - 1) Director Big C Retail Corporation Public Company Limited
 - 2) Director Thai Beverage Public Company Limited (Incorporated in Singapore)
 - 3) Director Thai Beverage Can Company Limited
 - 4) Director TCC Assets (Thailand) Company Limited
 - 5) Director Frasers Property Commercial Asset Management (Thailand) Company Limited
 - 6) Director South East Asia Logistics Pte. Ltd
 - 7) Director Food and Beverage Holding Company Limited
 - 8) Director Frasers Property Limited
 - 9) Director Fraser and Neave, Limited
 - 10) Director BeerCo Limited (Incorporated in Singapore)

• **Other businesses may cause the conflict of interest:** None

% Shareholding in the Company (Direct and Indirect): None

Other conflict of interest directly and indirectly: None

Family relationship with executive or major shareholders of the Company:

Area of expertise: Business Management

Criteria and nomination procedure :

The Company considered the recommendation of the Nomination and Remuneration Committee that Mr. Sithichai Chaikriangkrai qualifications fully conform to the Public Limited Companies Act, B.E. 2535 and is knowledgeable about the business of the Company. He would be helpful to develop the Company's business operation. So, it is deemed appropriate to re-elect him as a director.





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Meeting attendance in 2023 (Number of attended meeting(s) / Total number of meeting(s)) :

- Annual General Meeting	1/1	Time
- Board of Directors Meeting	5/5	Times
- Executive Board Meeting	5/6	Times
- Risk Management Committee	4/4	Times
- Investment Committee	11/11	Times



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Agenda 5.3 To consider and approve the re-election of Associate Prof. Kamjorn Tatiyakaveem, M.D. as the Director

Name and Surname: Associate Prof. Kamjorn Tatiyakaveem, M.D.

Type of Directorship Proposed: Independent Director

Age: 68 years old

Holding directorship for:

7 years 2 Months (Date of First Director's Appointment 15 February 2017)



Educational qualifications:

- National Defence Program, National Defence College
- Sasin Executive Program, Chulalongkorn University
- Health Care Evaluation and Management Skills, University of Toronto
- Mini MBA in Health, Chulalongkorn University
- Certificate in Paediatrics (equivalent to a doctorate), Chulalongkorn University
- Bachelor of Medicine, Chulalongkorn University
- Bachelor of Science (Medical Science), Chulalongkorn University

Training course for director from Thai Institute of Directors Association (IOD):

- Director Accreditation Program (DAP) Class 35/2005

Work experiences:

2018 - Present	Committee member of Council Chitralada Technology Institute
Feb 2017 - Present	Independent Director Berli Jucker Public Company Limited

Acting as directors / Executives in other Companies

- **Listed Companies:** None
 - **Non-listed Company:** None
 - **Other businesses may cause the conflict of interest:** None
- % Shareholding in the Company(Direct and indirect):** None
- Other conflicts of interest directly and indirectly:** None

Family relationship with executive or major shareholders of the company: None

Area of expertise: Management and Healthcare





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Criteria and nomination procedure:

The Company considered the recommendation of the Nomination and Remuneration Committee that Associate Prof. Kamjorn Tatiyakaveem, M.D. 's qualifications fully conform to the Public Limited Companies Act, B.E. 2535 and is knowledgeable about the business of the Company. He would be helpful to develop the Company's business operation. So it is deemed appropriate to re-elect him as a director for another term.

Meeting attendance in 2023 (Number of attended meeting(s) / Total number of meeting(s)):

- Annual General Meeting	1/1	Time
- Board of Directors	4/5	Times
- Sustainability Development Committee	4/4	Times



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Agenda 5.4 To consider and approve the re-election of Mrs. Thapanee Techajareonvikul as the Director

Name and Surname: Mrs. Thapanee Techajareonvikul

Type of Directorship Proposed: Director

Age: 47 years old

Holding directorship for:

5 years 10 Months (Date of First Director's Appointment 26 April 2018)



Educational qualifications:

- Master of Business Administration, Harvard University, U.S.A.
- Bachelor of Science in Economics, Massachusetts Institute of Technology (MIT), U.S.A.

Training course for director from Thai Institute of Directors Association (IOD):

- Director Certification Program (DCP) Class 46/2004
- Director Accreditation Program (DAP) Class 10/2004
- Finance for Non-Finance Directors (FND) Class 10/2004

Work experiences:

Nov 2023 - Present	Nomination and Remuneration Committee Member Berli Jucker Public Company Limited
Jul 2023 – Present	Risk Management Committee Member Big C Retail Corporation Public Company Limited
Jul 2023 – Present	Sustainability Development Committee member Big C Retail Corporation Public Company Limited
Jun 2023 – Present	Chief Executive Officer & President Berli Jucker Public Company Limited
Mar 2023 – Present	Vice Chairman of Executive Board Big C Retail Corporation Public Company Limited
Apr 2018 – Present	Director Berli Jucker Public Company Limited
Feb 2017 – Present	Investment Committee Member Berli Jucker Public Company Limited





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Feb 2017 – Present	Secretary of Sustainability Development Committee Berli Jucker Public Company Limited
Nov 2007 – Present	Director Big C Retail Corporation Public Company Limited Director
Aug 2004 – Present	Director TCC Corporation Company Limited
Nov 2003 – Present	Executive Director Berli Jucker Public Company Limited
Mar 2023 – Nov 2023	Nomination and Remuneration Committee Member Big C Retail Corporation Public Company Limited
Jan 2023 – Mar 2023	Executive Director Big C Retail Corporation Public Company Limited

Acting as directors / Executives in other Companies

- **Listed Company:** None
- **Non-listed Company:** A total of 2 Companies
 - 1) Director TCC Corporation Company Limited
 - 2) Director Big C Retail Corporation Public Company Limited Director

• **Other businesses may cause the conflict of interest:** None

% **Shareholding in the Company(Direct and indirect):** None

Other conflicts of interest directly and indirectly: None

Family relationship with executive or major shareholders of the company:

- Daughter of Mr. Charoen Sirivadhanabhakdi
- Spouse of Mr. Aswin Techajareonvikul

Area of expertise: Business Management

Criteria and nomination procedure:

The Company considered the recommendation of the Nomination and Remuneration Committee that Mrs. Thapanee Techajareonvikul 's qualification fully conform to the Public Limited Companies Act, B.E. 2535 and is knowledgeable about the business of the Company. He would be helpful to develop the Company's business operation. So, it is deemed appropriate to re-elect him as a director for another term.





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Meeting attendance in 2023 (Number of attended meeting(s) / Total number of meeting(s)):

- Annual General Meeting	1/1	Times
- Board of Directors	5/5	Times
- Executive Director	6/6	Times
- Nomination and Remuneration Committee	3/3	Times
- Risk Management Committee	4/4	Times
- Investment Committee	11/11	Times



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Agenda 5.5 To consider and approve the re-election of Associate Prof. Pimpana Srisawadi, DBA. as the Director

Name and Surname: Associate Prof. Pimpana Srisawadi, DBA.

Type of Directorship Proposed: Independent Director

Age: 59 years old

Holding directorship for:

2 Years 10 Months (Date of First Director's Appointment 22 April 2021)

Educational Qualifications:

- Doctor of Business Administration (Accounting), Boston University, USA
- Master of Business Administration (Accounting), University of Wisconsin-Madison, USA
- Bachelor of Accountancy (First Class Honors), Accounting, Chulalongkorn University

Training course for director from Thai Institute of Directors Association (IOD):

- Director Certification Program (DCP) Class 23/2002
- Advanced Audit Committee Program (AACP) Class 50/2023

Work experience:

Mar 2023 – Present	Audit Subcommittee Deposit Protection Agency
Feb 2023 – Present	Audit Committee Thai Public Broadcasting Service (Thai PBS)
Mar 2022 – Present	Audit Subcommittee Government Pension Fund
Apr 2021 – Present	Independent Director and Audit Committee Berli Jucker Public Company Limited
May 2016 – Present	Vice President for Accounting and Finance Chulalongkorn University
Jun 1996 – Present	Associate Professor, Department of Accountancy Chulalongkorn University
Mar 2020 – Feb 2023	Audit Committee Member Bank of Thailand





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Acting as directors / Executives in other Companies

- **Listed companies:** Total of 2 companies
 - 1) Directorold Millennium Group Corporation (Asia) Public Company Limited
 - 2) Independent Director Siam Food Products Public Company Limited
- **Non-listed company:** None
- **Other businesses may cause the conflict of interest:** None
- % Shareholding in the Company (Direct and Indirect):** None
- Other conflicts of interest directly and indirectly:** None

Family relationship with executive or major shareholders of the Company: None

Area of expertise: Business Management

Criteria and nomination procedure:

The Company considered the recommendation of the Nomination and Remuneration Committee that Associate Prof. Pimpana Srisawadi, DBA.'s qualification fully conforms to the Public Limited Companies Act, B.E. 2535 and is knowledgeable about the business of the Company. He would be helpful to develop the Company's business operation. So, it is deemed appropriate to re-elect him as a director.

Meeting attendance in 2023 (Number of attended meeting(s) / Total number of meeting(s)):

- Annual General Meeting	1/1	Time
- Board of Directors	5/5	Times
- Audit Committee	6/6	Times





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Qualifications of the Independent Directors

The Company indicated the standard qualifications of the Independent Directors to be complied with the requirements of the notification of the Capital Market Supervisory Board No. TorChor 39/2559 Re: Application for and Approval of Offer for Sale of Newly Issued Shares (as amended) in which stated that “**the Independent Directors**” shall possess the following qualifications:

1. Holding shares not exceeding 1 % of the total number of shares with voting rights of the Company, its parent company, subsidiary companies, associated companies, major shareholders, or controlling persons, including shares held by related persons of such independent director.
2. Neither being, nor used to be, an executive director, employee, staff, or advisor who receives salary, or a controlling person of the company, parent companies, subsidiary companies, associated companies, same-level subsidiary companies, major shareholders, or controlling persons, unless the foregoing status has ended for not less than two years prior to his or her appointment as the Company’s independent director. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit, which is a major shareholder, or a controlling person of the Company.
3. Not being a person related by blood or legal registration as a father, mother, spouse, sibling and child including spouse of the child of the Company’s directors’ executives or controlling persons of the Company and its subsidiaries.
4. Neither having, nor used to have, business relationship with the Company, parent company, subsidiary companies, associated companies, major shareholders, or controlling person regarding to obstruct their independent judgment, and neither being, nor used to be, a significant shareholder, or controlling person of anyone having a business relationship with the Company, parent company, subsidiary companies, associated companies, major shareholders, or controlling person of the company, unless the foregoing relationship ended for not less than two years.
5. The term “business relationship includes normal business transactions related to rental or lease of immovable property, transactions assets or services or granting or receiving of financial assistance by receiving or extending loans, guarantee, providing assets as collateral and other similar actions, which result in the Company or its counter party being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for the value of connected transactions under the Notification of the Capital Market Supervising Committee Re: Rules on Connected Transactions mutatis mutandis. The combination of such indebtedness shall include indebtedness occurring during the course of one year prior to the date on which the business relationship with the person commences.



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6. Neither being, nor used to be, an auditor of the Company, parent company, subsidiary companies, associated company, major shareholders, or controlling persons of the company, and not being significant shareholder, controlling person or any of the person or the partner of an audit firm which employs auditors of the Company unless the foregoing relationship has ended for not less than two years.
7. Neither being, nor used to be, a provider of any professional services including legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, parent company, subsidiary companies, associated company, major shareholder, controlling persons of the company, or not being a significant shareholder or partners of the provider of the professional services, unless the foregoing relationship ended for not less than two years.
8. Not being a director appointed as representatives of directors of the Company, the major shareholders or any shareholders related to the major shareholders of the Company.
9. Not undertaking any business in the same nature and in competition to the business of subsidiaries or significant subsidiaries, or not being significant partner or executive directors, employee, staff, advisor who receives salary or hold shares exceeding one percent of the total number of shares with voting rights of other companies which undertakes the similar business and competition to the Company and subsidiaries.
10. Not having any other manners obstructing incapability to express independent opinions.

After being appointed as an independent director with the qualifications under the Clause 1 to Clause 9, the independent director may be assigned by the Board of Directors to take part in the business decision making process of the company, parent company, subsidiary company, associated companies, same-level subsidiary companies, major shareholders, or controlling persons provided that such decision shall be in the form of a collective decision.

In case of the person being appointed as independent director has or used to have a business relationship or provide professional services exceeding the value specified under Clause 4 or Clause 6, the Company shall be granted an exemption from such prohibition if it obtains the opinion from the Board of Directors indicating that, by taking into account in accordance with the provision in Section 89/7 of Securities and Exchange Act, B.E. 2535 (1992) (as amended), the appointment of such person does not affect performance of duty and expression of independent opinions. The following information shall be disclosed in the notice calling the shareholders meeting under the agenda for the appointment of independent directors:





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- (a) The nature of business relationship or professional service that deems such person to have qualifications not in compliance with the prescribed regulations.
- (b) The reason and necessity for remaining or appointing such person as independent director.
- (c) The opinion of the Company's Board of Directors concerning the proposal to appoint such person as independent director.

For the purpose of Clause 5 and Clause 6, the term “partner” shall mean a person assigned by an audit firm or a provider of professional service to sign on the audit report or the professional service report (as the case may be) on behalf of such juristic person.

